



PHOENIX EMA RYAN WHITE TITLE I PLANNING COUNCIL BYLAWS

ARTICLE I - NAME

Section 1. The name of this planning body shall be the Phoenix Eligible Metropolitan Area (EMA) Ryan White Title I Planning Council, representing Maricopa and Pinal Counties, hereafter referred to as the “Council”.

ARTICLE II - AUTHORITY AND PURPOSE

Under Title I of the Ryan White Comprehensive AIDS Resources Emergency (CARE) Act of 1990 as amended in 1996 and 2000, a local area HIV health services planning council is to be established by the Chief Elected Official (CEO) of the political entity administering the public health agency for the Eligible Metropolitan Area (EMA).

As legislated, the Council will work in cooperation with the Maricopa County Department of Public Health (DPH), the local administrative agency designated by the Maricopa County Board of Supervisors (BOS), the Title I grantee. The Council and Title I grantee seek to ensure access of HIV-positive persons to quality service delivery by a comprehensive network of care providers. The Council is obligated to consult with the local administrator of Housing Opportunities for Persons with AIDS (HOPWA) monies, and other recipients of public and/or private funds for HIV services to ensure coordinated planning for the establishment of a continuum of care.

In order to improve the lives of people affected by HIV throughout both urban and rural areas of central Arizona and, as mandated under Title I of the Ryan White CARE Act of 1990 as amended in 1996 and 2000, the Council’s responsibilities shall be to:

- a. Establish priorities for the allocation of funds within the EMA, including how best to meet such priorities and identify additional factors that the grantee should consider in awarding contracts and/or other agreements under a grant based on the:
 - i. documented needs of the HIV-infected population;
 - ii. cost and outcome effectiveness of proposed strategies and interventions, to the extent that such data are reasonably available (either demonstrated or probable);

- iii. priorities of the HIV-infected communities for which the services are intended, and;
 - iv. availability of other governmental and non-governmental resources.
- b. Develop a comprehensive plan, based on a community needs assessment, for the organization and delivery of health services that is compatible with existing State or local plans for the provision of health services to persons infected with and affected by HIV/AIDS in the Phoenix EMA as permitted by the Ryan White CARE Act of 1990 as amended in 1996 and 2000;
 - c. Assess the efficiency of the administrative mechanism in rapidly allocating funds to the areas of greatest need as identified by the Council, within the eligible area, and further, at the discretion of the Council, assess the effectiveness, either directly or through contractual arrangements, of the services offered in meeting the identified needs;
 - d. Participate in the development of a statewide coordinated statement of need initiated by the State public health agency responsible for administering grants under Title II of the Ryan White CARE Act of 1990 as amended in 1996 and 2000;
 - e. Establish and monitor compliance with operating procedures which include specific policies for resolving disputes, responding to grievances, and minimizing and managing conflicts-of-interest;
 - f. Establish and monitor compliance with operating procedures which include specific policies, consistent with these Bylaws, regarding the governance of the Council;
 - g. Establish methods for obtaining input on community needs and priorities, which may include public meetings, conducting focus groups and convening ad-hoc panels. This includes oversight and review of information obtained.

ARTICLE III - DEFINITIONS

As used throughout these Bylaws, the following terms shall have the meanings set forth:

- a. Health Resources and Services Administration (HRSA) is the agency of the U.S. Department of Health and Human Services that is responsible for administering the CARE Act.
- b. Maricopa County Board of Supervisors (BOS) is the Chief Elected Official of the public health entity, which provides HIV-related health services in the EMA.
- c. Eligible Metropolitan Area (EMA) is the geographic area eligible to receive Title I CARE Act funds. Eligibility is determined by AIDS cases reported to the Centers for Disease Control and Prevention (CDC). The Phoenix EMA includes Maricopa and Pinal Counties.

- d. Injecting Drug Use (IDU) is the use of drugs through injection, a behavior that can lead to the transmission of HIV.

ARTICLE IV - MEMBERSHIP

Section 1. Size and Composition. Council membership shall include representation as mandated by the Ryan White CARE Act of 1990 as amended in 1996 and 2000. Council members will be appointed by the BOS, which may consider recommendations made by the Membership Committee of the Council to identify suitable candidates for Council membership. The Planning Council shall consist of a minimum of twenty-five (25) and a maximum of forty-five (45) persons residing throughout the EMA. The Membership Committee of the Council shall identify representatives from each of the following mandated representation categories as candidates for Council membership:

Federal Mandates:

The Council must fill each of the following representation categories by a person residing within the EMA:

1. Health care providers, including federally qualified health centers
2. Community-based organizations serving affected populations, and AIDS service organizations
3. Social service providers, including housing and homeless services providers
4. Mental health providers
5. Substance abuse providers
6. Local public health agencies
7. Hospital planning agencies or health care planning agencies
8. Affected communities, including individuals with HIV disease or AIDS, and historically under-served groups and subpopulations
9. Non-elected community leaders
10. State Medicaid agency
11. State Agency administering the Title II program
12. CARE Act grantees under section 2671 which provide coordinated services and access to research for women, infants, children, youth, and families living with HIV and operating in the EMA
13. CARE Act grantees under Title III
14. Grantees under other Federal HIV programs, including HIV Prevention Programs
15. Previously incarcerated individuals with HIV disease or AIDS, or their representatives.

Other Mandates

Council members representing the general public shall include, whenever feasible, representatives of the following groups, to create membership reflective and representative of the epidemic in the EMA:

1. African Americans
2. Asian/Pacific Islanders
3. Hispanic-Americans, Latinos and Latinas
4. Women
5. Native Americans
6. Gay/Bisexual/Transgender communities
7. Persons with hemophilia
8. Residents of rural communities
9. Representative of the IDU community
10. Parents/Guardians of HIV infected children

No less than thirty-three (33%) of these members shall be HIV-positive individuals who are consumers of Title I Services. The Membership Committee shall seek to select members of the general public who are representative of current epidemiological data and projected growth. The Membership Committee shall seek to solicit consumers of publicly supported Ryan White HIV CARE services in the nomination process.

Council membership shall include, whenever feasible, representatives of the following categories:

1. One (1) member representing the Central Arizona HIV Prevention Planning Group (CPG)
2. One (1) member representing the Pinal County Health Department
3. Two (2) representatives of elected leaders of local municipalities with a high incidence of HIV within the EMA
4. Two (2) representatives of a local medical organization, including Arizona Medical Association, Arizona Osteopathic Medical Association, Arizona Nurses Association or other local medical societies in the EMA
5. One (1) representative of local primary or secondary educational institutions within the EMA
6. One (1) representative of local university within the EMA

Section 2. Nomination Process. The Membership Committee shall identify nominees through an open process to be advertised in the media throughout the EMA. Candidates shall be selected based upon locally delineated and pre-publicized criteria, to include a conflict of interest standard for each nominee. In February of each year, the Membership Committee, after making reasonable efforts to solicit nominations through an open and publicized process from any interested members of the EMA community, shall recommend a slate of nominees, consistent with the criteria set out in Sections 1 and 2, to the BOS. The BOS have final appointing authority.

- a. All members of the public residing in either Maricopa or Pinal County shall be eligible for membership consideration.
- b. Initial nominations shall be made in accordance with the open process defined in these Bylaws

- c. The Council shall contact EMA organizations and community members who may have an interest in submitting nominations.

Service Providers: A representative or alternate of a Community Based Organization serving affected populations or AIDS service organization that at time of appointment receives Ryan White Title I HIV Health Services funding. Only one board member, full time employee, alternate, or part time employee of a particular service provider may serve on the Council as a voting member.

Institutional Member: A representative or alternate of any Community Based Organization or municipality which does not receive Ryan White Title I HIV Health Services funding, but works within the community at large. Only one board member, full time employee, alternate, or part time employee of a particular organization or municipality may serve on the Council as a voting member.

Lobbyist Membership: Due to the possibility of professional lobbyists representing more than one institution and/or service provider at the same time, and due to the possibility of short-term, successive changes of conflicts of interest, the resources of the Council do not permit the necessary monitoring of lobbyist conflict of interest and renominations of Council membership for a lobbyist vacancy when necessary. Therefore, individuals whose primary job function is as a lobbyist are excluded from the Council nomination.

The slate of nominees developed by the Membership Committee shall comply with the Federal mandate that a minimum of thirty-three percent (33%) of all individuals appointed to serve as Council members are individuals with HIV.

If any organization, committee or task force specified in these Bylaws as participating in the membership nomination process ceases to exist, the Executive Committee will recommend to the BOS an appropriate successor group so as to uphold the integrity and representation of the groups outlined in Sections 1 and 2.

Section 3. Confidentiality. While individual Council members may opt to publicly disclose that they have been diagnosed as HIV-positive, the Council as an entity shall not release any information relating to any member's HIV status or any other medical condition.

Section 4. Alternates. A Council member may request that an alternate be designated to attend Council meetings and participate in all Council activities in the event of the member's absence. An alternate may not attend more than three (3) consecutive meetings in place of the Planning Council member. The fourth (4) consecutive meeting attended by the alternate will be considered a member absence.

Designation of an alternate shall be made by the Planning Council member for whom the alternate is being selected; the alternate may not be an existing Council member and, the alternate must be representative of the same membership category. The names of all alternates must also be submitted to the BOS or its designee for prior approval.

Section 5. Terms. Members shall be appointed for two (2) year terms to begin on March 1 of each year. Initial appointments will be made such that one half of all appointees will serve a one (1) year term and the remainder will serve for two (2) years. Members may be appointed to a maximum of three (3) consecutive full terms, with reappointments made with the recommendation of the Membership Committee and presented to the BOS. This policy becomes effective upon adoption of these Bylaws by the BOS.

Section 6. Resignation by Absence. Absences from a total of three (3) meetings within any twelve- (12) month period will be deemed to be a voluntary resignation of Council membership. Attendance by an alternate will be deemed to satisfy a member's attendance requirement except as provided in Section 4 above.

An absence resulting from an emergency occurring prior to a scheduled Council meeting will be considered an excused absence upon communication to the Planning Council Chair or Council staff. "Emergencies" include sickness, family or related personal matters, unscheduled travel interruptions or other reasonable circumstances.

Section 7. Resignation. A Council member shall serve his/her designated term unless he/she shall resign, or shall be removed, or otherwise be disqualified to serve. Any Council member may resign through absence in accordance with Section 6, or by giving written notice to the Council Chair. Resignation by notice shall take effect on the date of receipt of such notice by the BOS or its designee.

Section 8. Removal. Members of the Council may be removed by the BOS for any of the following reasons:

- a. Loss of affiliation that qualified the member for appointment to the Council;
- b. Conduct or behavior which habitually disrupts the Council and interferes with the business of the Council; and/or,
- c. Conduct or behavior in office which would have a negative impact on the integrity of and/or the community's confidence in the Council including conflict-of-interest violations, conviction of a felony offense and/or any instance of illegal behavior, malfeasance or conduct which violates these Bylaws.

Upon recommendation of the Executive Committee, the Council may move to recommend to the BOS a member's removal. In such instances, the Council shall issue to the member a written notice of its intent and the reasons for the recommendation. The member shall have 15 days to respond in writing. Upon receipt of the response or after 15 days from the date of the notice, the Council shall vote on the matter. Upon a majority vote for removal, written notification of said action shall be sent to the BOS or

its designee. The effective date of removal shall be that date of acceptance of the recommendation by the BOS or its designee.

Section 9. Council Vacancies. A vacancy shall exist when a Council member resigns as provided herein, or when a Council member is removed from the Council for cause pursuant to Article IV, Section 8 of the Bylaws. When a vacancy occurs, the Membership Committee shall inform the Council by notice or at the next regularly scheduled meeting, calling for nominations for replacement, and specifying the demographic category to be filled, consistent with Council Bylaws and Ryan White legislation. The Membership Committee shall consider all nominees and recommend one nominee for each Council vacancy. The Membership Committee shall submit nominations to the Executive Committee for recommendation to the Council and to the BOS for consideration. Vacancies shall be filled for the remainder of the term of the person being replaced. BOS approval is required to fill any vacancy.

Section 10. Public Information. The Council Chair is the sole official spokesperson of the Council. Whenever Council members speak to the media and/or in public on matters relating to Title I related business, they shall clearly articulate that they are speaking strictly on behalf of themselves, and that their opinions are not necessarily shared by the Council or the BOS.

ARTICLE V - MEETINGS

Section 1. Open Meeting Law and Meeting Notices. All meetings shall be conducted in accordance with the Arizona Open Meeting Law, Arizona Revised Statute §38-431 et seq. Meeting notices shall be posted as required by the Clerk of the BOS.

Section 2. Meeting Agendas. All meetings shall be conducted following a published agenda. While Council meetings are in session, the Council is precluded by law from commenting, deliberating or acting on any matter not appearing on the meeting agenda. Meeting agendas may provide for public comment.

Section 3. Council Meetings. The Council shall meet at least once each calendar quarter. Subject to the open meeting law, special meetings may be called by the Chair, Executive Committee and/or the BOS or its designee and shall be held upon no less than 48 hours in advance of any special meetings to be conducted.

Section 4. Voting. While the Council will strive for consensus, official actions of the Council and all committees, except as noted in Article XVI, Section 2, shall be determined by a simple majority vote of the quorum. A roll call vote shall be taken when requested by any member in attendance.

- a. **Alternate Voting.** Alternates may vote on behalf of the member for whom s/he is the designated alternate at all meetings of the Council, and its committees.

- b. Proxy voting. Any vote on a pending matter (indicated for inclusion on the published agenda for the subsequent Council meeting) before the Council may be communicated, in person, by a Council member to Planning Council Support Staff at any time prior to the Council meeting and Planning Council Support shall communicate the proxy vote to the Council Chair. The Chair shall vote all proxies at Council meetings. In the event a pending matter is amended or otherwise modified during the course of a Council meeting, the Chair shall be able to vote proxies at their discretion. Proxy voting shall not be voted on committees.

Section 5. Quorum. A quorum for the transaction of business at any meeting of the Council and Committees will consist of a numerical majority of voting members.

- a. Alternate. The presence of an alternate shall be considered as constituting a presence for purposes of establishing a quorum.
- b. Proxy. No proxy vote shall be considered as constituting a presence for purposes of establishing a quorum.

Section 6. Public Participation. Members of the public may request that items be placed on the agenda by notifying the Chair, and providing supporting documentation for action items. The Chair may entertain written requests and supporting documentation received a minimum of nine (9) business days before a meeting agenda is published. The Chair may disallow any such request to place an item on the agenda. The Chair may invite members of the public attending Council meetings to address the Council pursuant to the inclusion of a call for public comment on the meeting's agenda. In such instances, the Chair shall establish a fixed time limit for public comment unless a majority of the Council votes to extend the time limit.

ARTICLE VI - EXECUTIVE COMMITTEE, OFFICERS

Section 1. Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, Treasurer, Secretary, most recent Past Chair, two (2) individuals who have been diagnosed as HIV positive that are elected as general public members, all committee Chairs and the Designee of the BOS.

Section 2. Meetings. Subject to the Arizona Revised Statute §38-431 et seq., the Executive Committee may be convened by either the Council Chair, the Vice Chair or BOS or its designee.

- a. A minimum of four voting members of the Executive Committee must be present at any Executive Committee meeting.
- b. The Council Chair or Vice Chair shall be present at any Executive Committee meeting.
- c. Every effort shall be made to keep the full membership informed of events necessitating Executive Committee action. If the Executive Committee desires to poll the full membership regarding specific issues and/or positions, a special meeting of the Council shall be convened in compliance with the open meeting law.

- d. The Planning Council Chair shall make a full report on all Executive Committee actions at the next scheduled meeting of the full Council.

ARTICLE VII - OFFICERS - DUTIES AND RESPONSIBILITIES

Section 1. Officers. A Chair, Vice Chair, Treasurer, and Secretary of the Council shall be elected by the Council membership by a simple majority of voting members present.

Section 2. Planning Council Chair. The Chair shall serve for a two-year term. No Chair shall hold office for more than two (2) consecutive terms. A vacancy in the office of Chair shall be filled for the unexpired term by automatic advance of the Vice Chair. The Chair's duties and responsibilities include, but are not limited to:

- a. Serving as official Council spokesperson, representing the Council to the Title I grantee, Federal grantor, media, other interested parties, and the general public;
- b. Advising the BOS designee of on-going Council activities and actions;
- c. Directing the Council affairs as its administrative officer;
- d. Presiding over Council meetings;
- e. Presiding over Executive Committee meetings;
- f. Serving as a member of any or all Council committees;
- g. Appointing Committee Chairs; and,
- h. Breaking the tie in instances of equal votes of both full Council and Executive Committee meetings. The Chair shall not cast a vote except in the case of a tie.

Section 3. Planning Council Vice Chair. The Vice Chair shall serve for a two-year term. No Vice Chair shall hold the office for more than two consecutive terms. The Vice Chair's duties and responsibilities include, but are not limited to:

- a. Presiding over any regularly scheduled meeting and fulfilling the duties of the Chair at any regularly scheduled meeting in the absence of the Chair;
- b. Assisting the Chair by assuming such other duties as are assigned by the Executive Committee; and,
- c. Assuming the position of Council Chair in the event of a mid-term vacancy of the position.

At meetings where both the Chair and Vice Chair are present, the Vice Chair may cast a vote as an ordinary member of that body.

Section 4. Treasurer. The Treasurer shall serve for a two-year term. No Treasurer shall hold the office for more than two consecutive terms. The Treasurer's duties and responsibilities include, but are not limited to:

- a. Developing a budget proposal for Council operations and support to be presented for approval to the Executive Committee and full Council membership;
- b. Overseeing the maintenance of an itemized expenditure log detailing all costs incurred;
- c. Directing the safeguarding of original invoices and receipts for costs incurred;
- d. Directing the preparation of monthly expenditure reports; forwarding copies of expenditure logs to the Title I grantee for reimbursement out of pre-allocated Title I funds;
- e. Reviewing and approving all expenditures and reimbursement requests; and,
- f. Ensuring the maintenance of all financial records in a manner that is consistent with Generally Accepted Accounting Principles and requirements of the BOS.
- g. Presiding over any regularly scheduled meeting and fulfilling the duties of the Chair at any regularly scheduled meeting in the absence of the Chair and Vice Chair.
- h. Such duties, except for subsection “g” above may be delegated to Planning Council Support as deemed necessary.

Section 5. Secretary. The Secretary shall serve for a two-year term. No Secretary shall hold the office for more than two consecutive terms. The Secretary’s duties and responsibilities include, but are not limited to:

- a. Posting public notices of all meetings pursuant to the open meeting law;
- b. Making an accurate recording of minutes of all full Council, Executive Committee and other subcommittee meetings;
- c. Developing the agendas for all Council, Executive Committee and subcommittee meetings;
- d. Distributing copies of meeting minutes to Council members prior to the next regularly scheduled meeting;
- e. Generating Council correspondence;
- f. Notifying all members of the date, time and place of all Council meetings;
- g. Maintaining an accurate roll of all Council members, their addresses, telephone numbers, and membership representation categories;
- h. Recording attendance of members at Council meetings; and,
- i. Maintaining members’ conflict of interest disclosure forms.
- j. Presiding over any regularly scheduled meeting and fulfilling the duties of the Chair at any regularly scheduled meeting in the absence of the Chair, Vice Chair, and Treasurer.
- k. Such duties, except for subsection “j” above may be delegated to Planning Council Support as deemed necessary.

Section 6. General Public Members. General public members are elected from the Council membership and shall serve for a for a two year term. No general public members shall hold the office for more than two consecutive terms.

ARTICLE VIII - RESPONSIBILITIES OF THE BOS DESIGNEE

Section 1. The BOS may appoint a representative from among their members or from a programmatic

unit of Maricopa County government to serve on its behalf as Designee. Each year in January the Chairman of the BOS shall nominate a representative, such nomination subject to the approval of the BOS. The term of the appointment shall be from March to the last day of the following February each year.

Section 2. The BOS Designee's duties and responsibilities in this regard may include, but are not limited to:

- a. Serving as liaison to the BOS and making routine administrative decisions on its behalf regarding Council operations. This may include accepting member resignations, approving member alternates, and appointing interim members to fill partial-term vacancies, if the BOS, under a separate and specific resolution, opts to delegate these functions; and,
- b. Directing that technical assistance be provided to Council members and committees through the Department of Public Health regarding Federal grants policy and CARE Act legislative mandates.

ARTICLE IX - RESPONSIBILITIES OF PLANNING COUNCIL SUPPORT

Section 1. Subject to Article XII and the availability of funds from Title I of the Ryan White CARE Act of 1990 as amended in 1996 and 2000, the Title I grantee may provide for the services of professional and clerical personnel to support the work of the full Council as well as the Executive Committee and all Committees.

Section 2. Duties and responsibilities of support personnel may include, but are not limited to, assisting the Council Secretary in the fulfillment of his/her duties, including:

- a. Posting public notices of all Planning Council meetings pursuant to the open meeting law Arizona Revised Statute §38-431 et seq.;
- b. Recording the minutes of all Council, Executive Committee and committee meetings;
- c. Distributing copies of all minutes to committee members prior to the next regularly scheduled meeting;
- d. Notifying all Council members of the date, time, and place of upcoming meetings;
- e. Maintaining the roll of Council members, their addresses, telephone numbers, and membership representation categories;
- f. Maintaining member's conflict of interest forms;
- g. Recording attendance at Council and committee meetings;
- h. Notifying the Chair in the event that a member misses two consecutive meetings or three meetings in one year;
- i. Generating and distributing all correspondence;
- j. Performing other duties as delegated by the Chair or Executive Committee; and

- k. Assisting with the development and/or updating of needs assessments and comprehensive long-term service delivery plan.

Section 3. The development of Council operating policies and procedures for the fulfillment of Council responsibilities rests with Council members, not the administrative staff.

Section 4. The monitoring and evaluation of support personnel will be the responsibility of a division of the Maricopa County Department of Public Health. Input will be solicited from the Executive Committee.

ARTICLE X - COMMITTEES

Section 1. Membership. Committee members will be selected by Committee Chairs from among Council members who demonstrate a willingness to serve. All committee meetings are open to the public. Unexcused absences from a total of three (3) meetings within any twelve- (12) month period will be deemed to be a voluntary resignation of Committee membership.

Section 2. Chair. The Council Chair shall appoint all Committee Chairs. The Committee Chair's duties and responsibilities include, but are not limited to: directing the Committee's affairs as its administrative officer; presiding over Committee meetings; breaking a tie in instances of equal votes at Committee meetings (the Chair shall not cast a vote except in the case of a tie). Additionally it will be the sole responsibility of the Chair to ascertain if a quorum is present for the transaction of business at all Committee meetings.

Section 3. Vice-Chair. The Council Chair shall appoint all Committee Vice Chairs. The Vice Chair's duties and responsibilities include, but are not limited to: presiding over scheduled Committee meetings and fulfilling the duties of the Chair at scheduled meetings in the absence of the Chair; assisting the Chair by assuming other duties as are assigned; assuming the position of Chair in the event of a vacancy of the position. At Committee meetings where both the Chair and Vice-Chair are present, the Vice-Chair may cast a vote as an ordinary member of that Committee.

Section 4. Voting. All Council members may attend any Committee meeting at any time in an advisory capacity but have no voting privileges with regard to Committee business. If a Council member attends a Committee meeting and demonstrates to the Chair of that Committee a willingness to serve as a member of that Committee, that Council member shall become a voting member of that Committee and therefore eligible to vote at the next scheduled Committee meeting.

Section 5. Council Committees shall include:

- a. The Executive Committee shall oversee the administration of the full Council in the performance of its ongoing responsibilities, as noted in Article VI.

- b. The Allocations Committee shall oversee the prioritization of Ryan White Title I service categories and recommend allocations to service categories based on current epidemiological data, needs assessments, and consumer input.
- c. The Community Planning and Assessment Committee shall oversee the development of community needs assessments, review and update the community's five year comprehensive plan for the delivery of HIV/AIDS services, and monitor the progress in fulfilling the comprehensive plan and assuring local access to services in both urban and rural areas throughout the EMA. The Community Planning and Assessment Committee is responsible for assessing consumer needs and the capacity of the various Ryan White Title I service providers as required by HRSA. Quality Assurance efforts and other planning documents may be produced in coordination with other Ryan White Title Planning Bodies. The Council may set aside monies to help offset the cost of developing such documents.
- d. The Consumer Advocacy Committee shall hold public meetings to educate consumers about Ryan White Title I services, to seek input from consumers as to services desired and needed, and to gather information about problems consumers may have obtaining such services.
- e. The Membership Committee shall oversee the nomination process for Council membership, review conflicts of interest, seek ways to solicit new members and retain current members, and assess Council compliance with Federal regulations and Council Bylaws regarding Council membership.
- f. The Rules Committee shall review the Council Bylaws, attend to grievance issues, and monitor members for conflict of interest.
- g. Any other committee the Council may establish.

Section 6. Concerned residents of both Maricopa and Pinal Counties will be solicited to participate in any community advisory and/or other ad hoc committees, panels or work groups as may be established by the Council and Committee Chairs to ensure public input into and feedback of the work of the Council. All such individuals shall serve in a voluntary capacity and have no voting privileges with regard to official Council business. Volunteers shall be solicited through an open process to be advertised in the media throughout the EMA.

Section 7. All committee and ad hoc committee meetings will be open to the public.

ARTICLE XI - COMPENSATION

Section 1. Members of the Council shall serve without compensation, but may be reimbursed for any actual and necessary expenses incurred in connection with their duties as a Council member. HIV positive Council members may be reimbursed for reasonable travel expenses and dependent care expenses, as necessary, to facilitate their participation in the planning process.

Section 2. The Council, in conjunction with the Title I grantee, shall develop an approved list of vendors for the provision of transportation and childcare services.

Section 3. Reimbursements approved by the Treasurer shall be forwarded to the Title I grantee for payment upon submission and approval of an invoice and/or receipt for transportation and dependent care services by an approved vendor.

ARTICLE XII - CONTRACTS

The Council and/or members shall not have the power or authority to bind Maricopa County or the BOS by any contract or agreement. All contracts necessary to secure Council support shall be administered by the Maricopa County Department of Public Health, on behalf of the Council. Any such service contracts shall be supported exclusively with Title I grant funds according to terms and practices consistent with the Maricopa County Procurement Code.

ARTICLE XIII - GRIEVANCES

Section 1. Early Intervention. The Council shall endeavor to foster a successful grievance process through concerted prevention of disputes by addressing issues as early as possible.

Early interventions shall be extensively utilized to ensure as few disputes as possible, and include:

- a. Open, honest communication;
- b. Council Bylaws assuring inclusive participation in decision-making processes and effective conflict of interest management;
- c. Public input is encouraged throughout each Council meeting with no prior clearances/arrangements necessary;
- d. Council members and participants shall make every attempt to resolve any disputes to their mutual satisfaction prior to the filing of a formal grievance; and
- e. Council members and participants shall encourage diverse expression and full dialogue at Council meetings.

Section 2. Grievances. The Council shall provide an appropriate administrative channel by which individuals and/or organizations may appeal decisions of the Council.

Types of grievances to be addressed by the Council include decisions with respect to funding including:

- a. Process of establishing service priorities (including how best to meet those priorities);
- b. Service priorities allocations;
- c. Process involving revising priorities or allocations;
- d. Deviation from established, written priority setting or resources allocation process;
- e. Deviation from established, written process for revising priorities or allocations.
- f. Failure of the Council to exercise its aforementioned powers to grieve the grantee.

Who may grieve Council decisions:

Individuals or entities in Maricopa or Pinal County affected by the outcome of Council decisions may grieve Council decisions. Affected parties may include, but are not limited to, HIV service providers, providers eligible to receive Ryan White Title I funding, persons living with HIV and consumer groups including but not limited to PLWH coalitions and caucuses. Any party believing themselves to constitute an individual or entity affected by the outcome of a Council decision may bring a grievance in accordance with Article XIII.

Who shall resolve disputes:

Third parties for dispute resolution shall be selected by a process whereby the Council Chair will provide a pre-selected list of eight (8) impartial mediators/arbitrators certified by the American Arbitration Association to involved parties. Each party shall have one (1) opportunity to strike up to two names from the aforementioned list. The Council Chair shall select one mediator/arbitrator from the remaining list of names.

Selection of an impartial third party must be completed within ten (10) business days.

Non-binding mediation procedures for resolving conflicts:

Before filing a request for binding arbitration, a request for non-binding resolution must be submitted to Planning Council Support within 5 business days of the Planning Council or Grantee action being grieved. Planning Council Support shall notify the Council Chair within two business days as to the nature and scope of the grievance as well as the resolution sought unless a request for an extension of time is made to the Chair and good cause established thereby. The Rules Committee may review a denial of a request for an extension of time and overrule by a majority vote. Upon receipt of the grievance, the Council Chair shall immediately refer the matter to the Rules Committee for determination of the eligibility of the grievant to initiate the non-binding process and whether the

grievant is within the scope of the procedures. If the Rules Committee determines that both the grievant and grievance are qualified, the matter shall proceed with the mutual selection of a third party to occur within 10 business days. If the grievance request is denied by the Rules Committee and the grievant wishes to proceed, she/he may file for binding arbitration. The identity of the grievant shall not be accessible to the public, and strict confidentiality shall be maintained by all parties involved as to the grievant's identity throughout the entirety of the mediation including discussion by the Council at any open meeting. Non-binding arbitration may include any types of grievances listed in Article XIII, Section 2, including, but not limited to, protesting and appealing funding decisions.

The third party shall be responsible for initiating a meeting of all relevant parties to the grievance within 10 business days and designating a mutually agreeable meeting place. If a mutually agreeable decision is not reached within 5 business days following the meeting, the third party shall declare an impasse and inform parties of additional steps (i.e., arbitration) which are available.

Binding Arbitration:

A request for binding arbitration must be received by Planning Council Support within five business days following an unsatisfactory non-binding decision or third party designation of an impasse. Planning Council Support shall notify the Council Chair within two business days as to the request for binding arbitration. Strict confidentiality shall be maintained by all parties involved in accordance with the rules of the American Arbitration Association.

An arbitrator shall be selected as outlined under "WHO SHALL RESOLVE DISPUTES" within 10 business days.

The arbitrator shall designate a mutually agreeable meeting place and resolve the dispute in accordance with American Arbitration Association rules. The arbitrator is responsible for notifying both parties of the determination. The award shall be made promptly by the arbitrator and, unless otherwise agreed by the parties or specified by law, no later than 30 days from the date of closing the hearing, or, if oral hearings have been waived, from the date of the American Arbitration Association's transmittal of the final statements and proofs to the arbitrator. The decision of the arbitrator is final and may not be appealed.

Rules for grievance process:

- a. Grievances must be submitted on the Planning Council Grievance Form (Attachments), detail the nature of the complaint, reasons for the complaint, desired resolution and include supporting documentation.
- b. Grievances must be submitted within five business days following Council action.
- c. Grievances must be submitted to Planning Council Support.

- d. Grievants must fully document an irregularity in the process or inconsistency with findings of fact.
- e. Grievants must fully document attempts to resolve the complaint informally if the request is for non-binding resolution.
- f. Grievants must fully document attempts to resolve the complaint through non-binding resolution if the request is for binding arbitration.
- g. The Council may revise previous decisions retroactively based on the outcome of grievance procedures.
- h. No administrative filing fee shall be imposed.
- i. The fees and costs of the Arbitrator or Mediator may be paid at the discretion of the BOS from funds budgeted for that purpose in accordance with the fees and cost schedules set forth by the rules of the American Arbitration Association. Neither the grieving party nor the respondent, unless the Council itself is responding to a grievance, shall be responsible for the arbitrator's or mediator's fees and costs. No action issued by an arbitrator or mediator shall take the form of an assessment of fees and costs against either the grieving party or the respondent.

ARTICLE XIV - CONFLICT OF INTEREST

Section 1. A Council member shall be deemed to have a conflict of interest if the member, and/or the member's spouse, partner, parent or child is a director, trustee, member, or salaried employee of any public or private organization or entity seeking funding under Title I of the Ryan White CARE Act of 1990 as amended in 1996 and 2000; or if the member and/or the member's spouse, partner, parent or child has any financial interest in a public or private organization and/or entity seeking funding under Title I of the Ryan White CARE Act of 1990 as amended in 1996 and 2000.

Section 2. An individual may serve on the Council only if the individual agrees that, in the event of a conflict of interest, the individual will not, with respect to the purpose for which the entity seeks such amounts, participate, either directly or in an advisory capacity, in the process of selecting entities to receive such amounts for such purpose. Conflict of interest does not refer to persons living with HIV disease whose sole relationship to a Title I service provider is as a client receiving services.

Section 3. All Council members must sign a Conflict of Interest Disclosure Form indicating their willingness to disassociate from any actual or perceived special interests during Council deliberations and agreeing to act only on behalf of the broadly affected HIV community in its totality.

Section 4. All Council members with a conflict of interest shall abstain from voting on issues that directly relate or appear to relate to an action which may result, or appear to result in personal,

organizational or professional gain.

Section 5. The Council Chair, other Council members or the person alleged to have a conflict may call for a vote to determine whether a member will have voting privileges of any issues in question.

Section 6. It is the responsibility of the Council member to update his/her Conflict of Interest form as necessary, and at a minimum, once every six months.

Section 7. The Council shall not be directly involved in the administration of any grant funded under Title I of the CARE Act, nor shall the Council designate or otherwise be involved in the selection of particular entities as recipients of any of the amounts supported by Title I funds. Notwithstanding this limitation, the Council shall determine how best to meet each priority it establishes.

Section 8. Council members who are paid employees of, have a financial interest in and/or serve as board members for any entity contracting with the Title I grantee to provide support services to the Council will be deemed to have a conflict of interest and will be ineligible to serve as an officer on the Council's Executive Committee.

Section 9. Federally Mandated Representation

- a. **Rationale.** The Council recognizes the need for full CARE Act Title I-IV and Part F representation within Council membership. Federal HRSA Mandates, as described in part in Article IV - Membership, Section 1, "Size and Composition," require full Title representation where representation is possible within the EMA. HRSA does not permit local council pre-emption of that requirement on the basis of an EMA Council bylaw, such as prohibition of conflicts of interests as defined by the Council.
- b. **Implementation.** The Council allows redundant institutional representation by the same institutional member if necessary to ensure Title I-IV and Part F representation in the EMA in accordance with HRSA standards. A title representative may represent more than one Title (including Part F) if qualified to provide representation in accordance with HRSA standards.

ARTICLE XV - EFFECTIVE DATE

These Bylaws shall become effective as of August 1, 1996 or sooner, upon appointment of Council members by the Maricopa County BOS. All future amendments thereto, unless specified, shall become effective upon adoption by the Maricopa County BOS.

ARTICLE XVI - AMENDMENTS

Section 1. These Bylaws shall only be amended, suspended or changed in any manner by the BOS.

Section 2. The Council may propose amendments to these Bylaws by submitting written recommendations to the BOS or its designee. Once quorum is established, a 2/3-majority vote shall be required to amend the Bylaws. Proposed amendments shall be submitted two weeks prior to the next scheduled meeting for review by the full Council. Any amendments must be consistent with Ryan White CARE Act legislation.

Section 3. The Council Chair and the Grantee shall keep updated copies of the Council Bylaws and shall distribute the most current version to all Council members annually.

Section 4. Copies of the Bylaws will be made available to support staff and the public upon request.

ARTICLE XVII - GOVERNANCE

All meetings of the Council shall be conducted in accordance with the then most recent edition of Roberts Rules of Order.

ARTICLE XVIII - NONDISCRIMINATION CLAUSE

No discrimination shall be exercised by the Council or by any person subject to its direction against or in favor of any person because of race, gender, religious belief, color, national origin, ancestry, age, physical or mental disability status in the delivery of HIV/AIDS services.